

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of California  
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Pacific Imperial Railroad, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 7 - 3 2 7 8 8 7 4

4. Debtor's address

Principal place of business

121 Broadway

Number Street

Suite 630

San Diego California 92101

City State ZIP Code

San Diego

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) http://pacificimperialrailroad.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: \_\_\_\_\_

Debtor Pacific Imperial Railroad, Inc. Case number (if known) \_\_\_\_\_  
 Name \_\_\_\_\_

**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/> .  
 \_\_\_\_\_

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. Check all that apply:  
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.  
☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No

☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_  
 MM / DD / YYYY  
 Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Pacific Imperial Railroad, Inc. Case number (if known) \_\_\_\_\_  
 Name

**11. Why is the case filed in *this* district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number Street  
 \_\_\_\_\_  
 City State ZIP Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million           | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million          | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million         | <input type="checkbox"/> More than \$50 billion        |

Debtor Pacific Imperial Railroad, Inc. Case number (if known) \_\_\_\_\_  
Name

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million           | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million          | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million         | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/13/2016  
MM / DD / YYYY

**X**/s/ Arturo Alemany

Signature of authorized representative of debtor

Arturo Alemany

Printed name

Title President and CEO**18. Signature of attorney****X**/s/ Alan Vanderhoff

Signature of attorney for debtor

Date 10/13/2016MM / DD / YYYYAlan Vanderhoff

Printed name

Vanderhoff Law Group

Firm name

600 West Broadway, Suite 1550

Number Street

San Diego

City

CA

State

92101

ZIP Code

619-299-2050

Contact phone

alan.vanderhoff@vanderhofflaw.co

Email address

138032

Bar number

California

State



**PACIFIC IMPERIAL RAILROAD, INC.**

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**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF  
PACIFIC IMPERIAL RAILROAD INC., a Delaware Corporation**

**Dated: October 13, 2016**

The undersigned, being the sole director of Pacific Imperial Railroad, Inc., a Delaware corporation (the "Company"), hereby adopts the following recitals and resolutions by unanimous written consent effective October 13, 2016.

**WHEREAS**, it is in the best interest of the Company and its creditors to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

**NOW THEREFORE**, it is hereby resolved that Arturo Alemany is authorized and directed to execute and deliver all documents necessary to perfect the filing of a voluntary Chapter 11 bankruptcy case on behalf of the Company;

**IT IS FURTHER RESOLVED** that Arturo Alemany is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, perform all acts necessary and appropriate on behalf of the Company in connection with such bankruptcy case, and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

**IT IS FURTHER RESOLVED** that Arturo Alemany is authorized and directed to employ the Vanderhoff Law Group to represent the Company in such bankruptcy case.

The undersigned, being the sold director of the Company, waives the required notice of meeting and consents to all actions taken herein.



\_\_\_\_\_  
Arturo Alemany, Director

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 204**

# **Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

|   | Name of creditor and complete mailing address, including zip code                                      | Name, telephone number, and email address of creditor contact                      | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|--|---|--|--|---|-----------------|
|   |  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | Stoecklein Law Group LLP<br>401 West A Street<br>Suite 1150<br>San Diego CA, 92101                     | Donald Stoecklein<br>(619) 704-1310<br>djs@prologicanalytics.net                   | Professional Services   | Disputed   |  |   | 601,901.49      |
| 2 | Mark Maasch<br>1220 Rosecrans St.<br>Suite 910<br>San Diego, CA 92106                                  | Mark Maasch<br>(619) 987-7890<br>m-law@cox.net                                     | Professional Services   |  |  |   | 155,487.83      |
| 3 | International Railroad Investment Fund, Inc.<br>10120 South Eastern ave ste 200<br>Henderson, NV 89052 | Dwight Jory<br>(702) 834-5189<br>(702) 277-3164<br>djory@yahoo.com                 | Loan  | Disputed   |  |   | 323,497.00      |
| 4 | Dwight Jory<br>10120 South Eastern ave<br>Suite 200<br>Henderson, NV 89052                             | Dwight Jory<br>(702) 834-5189<br>(702) 277-3164<br>djory@yahoo.com                 | Loan  |  |  |   | 61,991.00       |
| 5 | GSW Holding Corp<br>877 Island Ave. #201<br>San Diego, CA 92101  | Daren Barone<br>(858) 277-9903 ext. 105<br>(619) 985-8439 Daren@thebaronegroup.com | Loan  | Disputed   |  |   | 26,8627         |
| 6 | Blueberry Ridge Holdings<br>30 East 68th<br>12th Floor<br>New York, NY 10065                           | Ernie Dahlman<br>(917) 757-5395  | Loan  | Disputed   |  |   | 35,762.00       |
| 7 | Donald Stoecklein<br>209 Satin Mist CT<br>Las Vegas, NV. 89144   | Donald Stoecklein<br>(702) 375-4864<br>djs@prologicanalytics.net                   | Employment  | Disputed   |  |   | 587,000         |
| 8 | Tracie Matsuo<br>1452 N. horizon Ridge Parkway, Suite 217<br>Henderson, NV 89012                       | Tracie Matsuo<br>(702) 501-1050<br>tracie@tkmacaccounting.com                      | Employment  |  |  |   | 200,000         |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

|    | Name of creditor and complete mailing address, including zip code           | Name, telephone number, and email address of creditor contact      | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|--|---|--|--|---|-----------------|
|    |   |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 9  | Ernie Dahlman<br>30 East 68th<br>12th Floor<br>New York, NY 10065           | Ernie Dahlman<br>(917) 757-5395                                    | Loan  | Disputed   |  |   | 30,616.44       |
| 10 | Christopher Larocca<br>5095 Scholarship<br>Irvine CA 92612                  | Stewart j. Powell, esq.<br>(213) 955-7141<br>Stewart@yplawfirm.net | Purchase of Shares  | Disputed   |  |   | 300,000         |
| 11 | David Rohal<br>550 Seagaze Dr.<br>#31<br>Oceanside, CA 92054                | David Rohal<br>david.rohal@gmail.com                               | Employment  | Disputed   |  |   | 860,748         |
| 12 | Charles M. Patterson<br>(Unknown)<br>Jacksonville FL. 32256                 | Charles M. Patterson<br>(Unknown)                                  | Employment  | Disputed   |  |   | 636,000         |
| 13 | Ernie Dahlman<br>30 East 68th<br>12th Floor<br>New York, NY 10065           | Ernie Dahlman<br>(917) 757-5395                                    | Employment  | Disputed   |  |   | 1,450,000       |
| 14 | Raul Pulido<br>566 Berland way<br>Chula Vista, CA 91910                     | Raul Pulido<br>(Unknown)   | Employment  | Disputed   |  |   | 576,000         |
| 15 | David Arganbright<br>1206 W. Wynnewood Rd.<br>Wynnewood, PA 19096           | David Arganbright<br>(Unknown)                                     | Employment  | Disputed   |  |   | 591,000         |
| 16 | John Robert Rohal<br>550 Seagaze Dr.<br>#31<br>Oceanside, CA 92054          | John Rober Rohal<br>(Unknown)                                      | Employment  | Disputed   |  |   | 150,000         |
| 17 | Sheila Lemire<br>826 Orange Ave. #228<br>Coronado CA 92118                  | Sheila Lemire<br>(619) 675-5088<br>sheilalemire@gmail.com          | Employment  | Disputed   |  |   | 396,000         |
| 18 | American Pacific Constructors<br>603 Seagaze Dr. #286<br>Oceanside CA 92054 | Tony Dethloff<br>(760) 622-7753<br>tonyd@apconstructors.co         | Professional Services   | Disputed   |  |   | 36,244          |
| 19 |   |  |   |  |  |   |                 |
| 20 |   |  |   |  |  |   |                 |

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 206A/B

**Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

| Name of institution (bank or brokerage firm) | Type of account | Last 4 digits of account number |                        |
|--|-----------------|---------------------------------|------------------------|
| 3.1. <u>Citi Bank</u>                        | <u>Checking</u> | <u>4465</u> ____ ____ ____      | \$ <u>1,644,679.10</u> |
| 3.2. <u>Citi Bank</u>                        | <u>Checking</u> | <u>6858</u> ____ ____ ____      | \$ <u>5,976.00</u>     |

**4. Other cash equivalents (Identify all)**

4.1. \_\_\_\_\_ \$ \_\_\_\_\_

4.2. \_\_\_\_\_ \$ \_\_\_\_\_

**5. Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 1,673,387.02**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

**Current value of debtor's interest****7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. \_\_\_\_\_ \$ \_\_\_\_\_

7.2. \_\_\_\_\_ \$ \_\_\_\_\_

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ \_\_\_\_\_

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: \_\_\_\_\_ - \_\_\_\_\_ = ..... →  
face amount doubtful or uncollectible accounts \$ \_\_\_\_\_11b. Over 90 days old: \_\_\_\_\_ - \_\_\_\_\_ = ..... →  
face amount doubtful or uncollectible accounts \$ \_\_\_\_\_**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ \_\_\_\_\_

**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ \_\_\_\_\_

14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 5: Inventory, excluding agriculture assets****18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

| General description   | Date of the last physical inventory | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|-------------------------------------|--|---|------------------------------------|
| 19. <b>Raw materials</b>  |                                     |  |   |                                    |
| _____   | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 20. <b>Work in progress</b>   |                                     |  |   |                                    |
| _____   | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 21. <b>Finished goods, including goods held for resale</b>                        |                                     |  |   |                                    |
| _____   | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 22. <b>Other inventory or supplies</b>  |                                     |  |   |                                    |
| _____   | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 23. <b>Total of Part 5</b><br>Add lines 19 through 22. Copy the total to line 84. |                                     |  |   | \$ _____                           |

**24. Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☐ Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

| General description  | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| 28. <b>Crops—either planted or harvested</b>                                       |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 29. <b>Farm animals</b> <i>Examples: Livestock, poultry, farm-raised fish</i>      |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 30. <b>Farm machinery and equipment</b> (Other than titled motor vehicles)         |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 31. <b>Farm and fishing supplies, chemicals, and feed</b>                          |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 32. <b>Other farming and fishing-related property not already listed in Part 6</b> |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**33. Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ \_\_\_\_\_

**34. Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

**36. Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

| General description  | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| <b>39. Office furniture</b>  |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>40. Office fixtures</b>   |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>41. Office equipment, including all computer equipment and communication systems equipment and software</b>   |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>42. Collectibles</b> <i>Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles</i> |  |   |                                    |
| 42.1 _____   | \$ _____   | _____                                   | \$ _____                           |
| 42.2 _____   | \$ _____   | _____                                   | \$ _____                           |
| 42.3 _____   | \$ _____   | _____                                   | \$ _____                           |

**43. Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ \_\_\_\_\_

**44. Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☐ No. Go to Part 9.
- ☒ Yes. Fill in the information below.

| General description<br>Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)   | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| <b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>  |  |   |                                    |
| 47.1 GP40 Locomotive #4500   | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.2 GP40 Locomotive #4501   | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.3 GP40 Locomotive # 4504  | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.4   | \$   |   | \$                                 |
| <b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels |  |   |                                    |
| 48.1   | \$   |   | \$                                 |
| 48.2   | \$   |   | \$                                 |
| <b>49. Aircraft and accessories</b>  |  |   |                                    |
| 49.1   | \$   |   | \$                                 |
| 49.2   | \$   |   | \$                                 |
| <b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>   |  |   |                                    |
|  | \$   |   | \$                                 |
| <b>51. Total of Part 8.</b><br>Add lines 47 through 50. Copy the total to line 87.   |  |   | \$ 150,000.00                      |

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No
- ☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes



Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

| Description and location of property<br>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available. | Nature and extent of debtor's interest in property | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|--|---|------------------------------------|
| 55.1 (see attachment)  |  | \$   |   | \$                                 |
| 55.2   |  | \$   |   | \$                                 |
| 55.3   |  | \$   |   | \$                                 |
| 55.4   |  | \$   |   | \$                                 |
| 55.5   |  | \$   |   | \$                                 |
| 55.6   |  | \$   |   | \$                                 |

**56. Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 5,300,654.52**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☒ No
- ☐ Yes

**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

| General description  | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| 60. <b>Patents, copyrights, trademarks, and trade secrets</b><br>Trademark- Pacific Imperial Railroad, Inc | \$ <u>1,550.00</u>                                       |   | \$ <u>1,550.00</u>                 |
| 61. <b>Internet domain names and websites</b><br><u>www.pacificimperialrailroad.com</u>                    | \$ <u>15.17</u>  |   | \$ <u>15.17</u>                    |
| 62. <b>Licenses, franchises, and royalties</b><br>_____  | \$ _____   |   | \$ _____                           |
| 63. <b>Customer lists, mailing lists, or other compilations</b><br>_____                                   | \$ _____   |   | \$ _____                           |
| 64. <b>Other intangibles, or intellectual property</b><br>_____  | \$ _____   |   | \$ _____                           |
| 65. <b>Goodwill</b><br>_____   | \$ _____   |   | \$ _____                           |

**66. Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$ 1,565.17

Attachment to Official Form 206A/B**Schedule A/B: Assets – Real and Personal Property**

## Part 9: Real Property

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest.

|             | <b>Description and location of property</b><br>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example acreage, factory, warehouse, apartment or office building), if available        | <b>Nature and extent of debtor's interest in property</b>   | <b>Net Book Value of debtor's interest</b><br>(Where available) | <b>Valuation method used for current value</b>    | <b>Current value of debtor's interest</b>  |
|-------------|--|---|---|---|--|
| <b>55.1</b> | APN: 033-620-019-000<br>18 Acres<br>Vacant Land (contiguous to the Desert Line right of way)   |   |   | Purchase Price                                    | \$30,000.00  |
| <b>55.2</b> | APN: 033-620-020-000<br>74 Acres<br>Vacant Land  |   |   | Purchase Price                                    | \$120,000.00   |
| <b>55.3</b> | APN: 033-610-007-000<br>APN: 033-610-011-000<br>APN: 033-610-010-000<br>APN: 033-620-010-000<br>APN: 033-620-008-000<br>APN: 033-620-029-000<br>Six parcels totaling 161 acres were purchased under one agreement from one seller.<br>Vacant Land. |   |   | Purchase Price plus escrow agent fees (\$654,52)  | \$150,654.52   |
| <b>55.4</b> | APN: 033-390-021-000<br>62.22 Acres  | PIR owns a five-year lease on this land which includes a purchase option at \$8,000/acre; \$5,000 deposit can count towards principle option price of \$496,000.<br>Rent payment schedule:<br>\$1,000/month YR1<br>\$2,000/month YR2<br>\$3,000/month YR3<br>\$4,000/month YR4<br>\$4,000/month YR5<br>(Commencing Jan 1, 2016) |   | Option Purchase Price, and total rental liability | <u>Option Purchase Price:</u><br>\$496,000.00<br><br><u>Total Remaining 5-Year Rental Liability:</u><br>\$159,000.00 |
| <b>55.5</b> | Desert Line Lease and Operating Agreement  | Primary Asset of the Company; 99-year lease from MTS to operate on the Desert Line Right of Way   |   | Estimate  | \$5,000,000.00   |

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.  
☒ Yes. Fill in the information below.

**Current value of  
debtor's interest**

71. Notes receivable

Description (include name of obligor)

|   |                   |   |                                  |     |                     |
|---|-------------------|---|----------------------------------|-----|---------------------|
| <u>Accrued interest on canceled note.</u> | <u>57,554.00</u>  | — | <u>                    </u>      | = → | \$ <u>57,554.00</u> |
|   | Total face amount |   | doubtful or uncollectible amount |     |                     |

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

|       |                |          |
|-------|----------------|----------|
| _____ | Tax year _____ | \$ _____ |
| _____ | Tax year _____ | \$ _____ |
| _____ | Tax year _____ | \$ _____ |

73. Interests in insurance policies or annuities

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

74. Causes of action against third parties (whether or not a lawsuit has been filed)

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

77. Other property of any kind not already listed *Examples: Season tickets, country club membership*

|       |          |
|-------|----------|
| _____ | \$ _____ |
| _____ | \$ _____ |

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

|                     |
|---------------------|
| \$ <u>57,554.00</u> |
|---------------------|

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

| Type of property   | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>                    | \$ <u>1,673,387.02</u>             |                                |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>  | \$ _____                           |                                |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i>  | \$ _____                           |                                |
| 83. Investments. <i>Copy line 17, Part 4.</i>  | \$ _____                           |                                |
| 84. Inventory. <i>Copy line 23, Part 5.</i>  | \$ _____                           |                                |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>                             | \$ _____                           |                                |
| 86. Office furniture, fixtures, and equipment; and collectibles.<br><i>Copy line 43, Part 7.</i> | \$ _____                           |                                |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>                             | \$ <u>150,000.00</u>               |                                |
| 88. Real property. <i>Copy line 56, Part 9.</i> ..... →  |                                    | \$ <u>5,300,654.52</u>         |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>                         | \$ <u>1,565.17</u>                 |                                |
| 90. All other assets. <i>Copy line 78, Part 11.</i>  | + \$ <u>57,554.00</u>              |                                |
| 91. Total. Add lines 80 through 90 for each column. .... 91a.                                    | \$ <u>1,882,506.19</u>             | + 91b. \$ <u>5,300,654.52</u>  |
| 92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. ....                            |                                    | \$ <u>7,183,160.71</u>         |

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ \_\_\_\_\_

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: \_\_\_\_\_ - \_\_\_\_\_ = ..... →  
face amount doubtful or uncollectible accounts \$ \_\_\_\_\_11b. Over 90 days old: \_\_\_\_\_ - \_\_\_\_\_ = ..... →  
face amount doubtful or uncollectible accounts \$ \_\_\_\_\_**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ \_\_\_\_\_

**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ \_\_\_\_\_

14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 5: Inventory, excluding agriculture assets****18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

| General description  | Date of the last physical inventory | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|-------------------------------------|--|---|------------------------------------|
| 19. <b>Raw materials</b>                                   |                                     |  |   |                                    |
| _____  | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 20. <b>Work in progress</b>                                |                                     |  |   |                                    |
| _____  | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 21. <b>Finished goods, including goods held for resale</b> |                                     |  |   |                                    |
| _____  | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 22. <b>Other inventory or supplies</b>                     |                                     |  |   |                                    |
| _____  | MM / DD / YYYY                      | \$ _____   | _____                                   | \$ _____                           |
| 23. <b>Total of Part 5</b>                                 |                                     |  |   | \$ _____                           |

Add lines 19 through 22. Copy the total to line 84.

**24. Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☐ Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

| General description  | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| 28. <b>Crops—either planted or harvested</b>                                       |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 29. <b>Farm animals</b> <i>Examples: Livestock, poultry, farm-raised fish</i>      |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 30. <b>Farm machinery and equipment</b> (Other than titled motor vehicles)         |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 31. <b>Farm and fishing supplies, chemicals, and feed</b>                          |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| 32. <b>Other farming and fishing-related property not already listed in Part 6</b> |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**33. Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ \_\_\_\_\_

**34. Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

**36. Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

| General description  | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| <b>39. Office furniture</b>  |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>40. Office fixtures</b>   |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>41. Office equipment, including all computer equipment and communication systems equipment and software</b>   |  |   |                                    |
| _____  | \$ _____   | _____                                   | \$ _____                           |
| <b>42. Collectibles</b> <i>Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles</i> |  |   |                                    |
| 42.1 _____   | \$ _____   | _____                                   | \$ _____                           |
| 42.2 _____   | \$ _____   | _____                                   | \$ _____                           |
| 42.3 _____   | \$ _____   | _____                                   | \$ _____                           |

**43. Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ \_\_\_\_\_

**44. Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☐ No. Go to Part 9.
- ☒ Yes. Fill in the information below.

| General description<br>Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)   | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|------------------------------------|
| <b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>  |  |   |                                    |
| 47.1 GP40 Locomotive #4500   | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.2 GP40 Locomotive #4501   | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.3 GP40 Locomotive # 4504  | \$ 150,000.00  |   | \$ 50,000.00                       |
| 47.4   | \$   |   | \$                                 |
| <b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels |  |   |                                    |
| 48.1   | \$   |   | \$                                 |
| 48.2   | \$   |   | \$                                 |
| <b>49. Aircraft and accessories</b>  |  |   |                                    |
| 49.1   | \$   |   | \$                                 |
| 49.2   | \$   |   | \$                                 |
| <b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>   |  |   |                                    |
|  | \$   |   | \$                                 |
| <b>51. Total of Part 8.</b><br>Add lines 47 through 50. Copy the total to line 87.   |  |   | \$ 150,000.00                      |

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No
- ☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes



Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 9: Real property**

## 54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

## 55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

| Description and location of property<br>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available. | Nature and extent of debtor's interest in property | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|--|---|------------------------------------|
| 55.1 (see attachment)  |  | \$   |   | \$                                 |
| 55.2   |  | \$   |   | \$                                 |
| 55.3   |  | \$   |   | \$                                 |
| 55.4   |  | \$   |   | \$                                 |
| 55.5   |  | \$   |   | \$                                 |
| 55.6   |  | \$   |   | \$                                 |

## 56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 5,300,654.52

## 57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
- ☐ Yes

## 58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

**Part 10: Intangibles and intellectual property**

## 59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

| General description   | Net book value of debtor's interest<br>(Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 60. Patents, copyrights, trademarks, and trade secrets<br>Trademark- Pacific Imperial Railroad, Inc | \$ <u>1,550.00</u>                                       |   | \$ <u>1,550.00</u>                 |
| 61. Internet domain names and websites<br><u>www.pacificimperialrailroad.com</u>                    | \$ <u>15.17</u>  |   | \$ <u>15.17</u>                    |
| 62. Licenses, franchises, and royalties   | \$   |   | \$                                 |
| 63. Customer lists, mailing lists, or other compilations  | \$   |   | \$                                 |
| 64. Other intangibles, or intellectual property   | \$   |   | \$                                 |
| 65. Goodwill  | \$   |   | \$                                 |

## 66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 1,565.17

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.  
☒ Yes. Fill in the information below.

**Current value of  
debtor's interest**

71. Notes receivable

Description (include name of obligor)

|   |                   |   |                                  |     |                     |
|---|-------------------|---|----------------------------------|-----|---------------------|
| <u>Accrued interest on canceled note.</u> | <u>57,554.00</u>  | — | <u>                    </u>      | = → | \$ <u>57,554.00</u> |
|   | Total face amount |   | doubtful or uncollectible amount |     |                     |

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

|       |                |          |
|-------|----------------|----------|
| _____ | Tax year _____ | \$ _____ |
| _____ | Tax year _____ | \$ _____ |
| _____ | Tax year _____ | \$ _____ |

73. Interests in insurance policies or annuities

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

74. Causes of action against third parties (whether or not a lawsuit has been filed)

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

|       |          |
|-------|----------|
| _____ | \$ _____ |
|-------|----------|

77. Other property of any kind not already listed *Examples: Season tickets, country club membership*

|       |          |
|-------|----------|
| _____ | \$ _____ |
| _____ | \$ _____ |

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

|                     |
|---------------------|
| \$ <u>57,554.00</u> |
|---------------------|

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

Debtor Pacific Imperial Railroad, Inc  
Name

Case number (if known) \_\_\_\_\_

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

| Type of property   | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>                    | \$ <u>1,673,387.02</u>             |                                |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>  | \$ _____                           |                                |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i>  | \$ _____                           |                                |
| 83. Investments. <i>Copy line 17, Part 4.</i>  | \$ _____                           |                                |
| 84. Inventory. <i>Copy line 23, Part 5.</i>  | \$ _____                           |                                |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>                             | \$ _____                           |                                |
| 86. Office furniture, fixtures, and equipment; and collectibles.<br><i>Copy line 43, Part 7.</i> | \$ _____                           |                                |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>                             | \$ <u>150,000.00</u>               |                                |
| 88. Real property. <i>Copy line 56, Part 9.</i> ..... →  |                                    | \$ <u>5,300,654.52</u>         |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>                         | \$ <u>1,565.17</u>                 |                                |
| 90. All other assets. <i>Copy line 78, Part 11.</i>  | + \$ <u>57,554.00</u>              |                                |
| 91. Total. Add lines 80 through 90 for each column. .... 91a.                                    | \$ <u>1,882,506.19</u> +           | 91b. \$ <u>5,300,654.52</u>    |
| 92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. ....                            |                                    | \$ <u>7,183,160.71</u>         |

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.  
 United States Bankruptcy Court for the: Southern District of California  
 (State)  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.  
☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

**Column A**  
**Amount of claim**  
 Do not deduct the value of collateral.

**Column B**  
**Value of collateral that supports this claim**

|   |  |                        |                        |
|---|--|------------------------|------------------------|
| <b>2.1 Creditor's name</b><br><u>Charles Fletcher</u><br><br><b>Creditor's mailing address</b><br><u>27 N Moore st. Apt 3E</u><br><u>New York, NY 10013</u><br><br><b>Creditor's email address, if known</b><br><u>charles.e.fletcher@gmail.com</u><br><br><b>Date debt was incurred</b> <u>7/1/14-7/2/15</u><br><b>Last 4 digits of account number</b> _____<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority.<br><u>Charles Fletcher, San Diego County</u><br><u>Tax Collector, Imperial County Tax</u>  | <b>Describe debtor's property that is subject to a lien</b><br><u>All of Debtor's assets -- subject to review of security documents and perfection issues.</u><br><br><b>Describe the lien</b><br><u>UCC lien.</u><br><br><b>Is the creditor an insider or related party?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes<br><br><b>Is anyone else liable on this claim?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).<br><br><b>As of the petition filing date, the claim is:</b><br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed | \$ <u>2,863,831.00</u> | \$ <u>7,125,606.00</u> |
| <b>2.2 Creditor's name</b><br><u>Karen Vogel Treasurer Tax Collect</u><br><br><b>Creditor's mailing address</b><br><u>940 West Main st #106</u><br><u>El Centro, CA 92243</u><br><br><b>Creditor's email address, if known</b><br>_____<br><br><b>Date debt was incurred</b> <u>2015-2016</u><br><b>Last 4 digits of account number</b> _____<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?<br><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.<br>_____<br><input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u> | <b>Describe debtor's property that is subject to a lien</b><br><u>Real property in Imperial County.</u><br><br><b>Describe the lien</b><br><u>Property Tax Lien</u><br><br><b>Is the creditor an insider or related party?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes<br><br><b>Is anyone else liable on this claim?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).<br><br><b>As of the petition filing date, the claim is:</b><br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed   | \$ <u>52,192.65</u>    | \$ <u>1,360,181.00</u> |
| <b>3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.</b>  |  | \$ <u>3,194,760.00</u> |                        |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 1: Additional Page****Column A**  
**Amount of claim**

Do not deduct the value of collateral.

**Column B**  
**Value of collateral that supports this claim**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

|   |  |
|---|--|
| <b>2.</b> <b>Creditor's name</b><br><u>Locati Global Holdings, Inc.</u><br><br><b>Creditor's mailing address</b><br><u>1020 South Eastern Ave. STE 200</u><br><u>Henderson NV, 89052</u><br><br><b>Creditor's email address, if known</b><br><br><br><b>Date debt was incurred</b> _____<br><b>Last 4 digits of account number</b> _____<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?<br><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.<br><br><input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u> | <b>Describe debtor's property that is subject to a lien</b><br><u>Three GP40 Locomotives</u> \$ <u>190,930.00</u> \$ <u>150,000.00</u><br><br><b>Describe the lien</b><br><br><b>Is the creditor an insider or related party?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes<br><br><b>Is anyone else liable on this claim?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).<br><br><b>As of the petition filing date, the claim is:</b><br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed |
|---|--|

|   |   |
|---|---|
| <b>2.</b> <b>Creditor's name</b><br><u>San Diego County Tax Collector</u><br><br><b>Creditor's mailing address</b><br><u>1600 Pacific Hwy, Room 162</u><br><u>San Diego, CA 92101</u><br><br><b>Creditor's email address, if known</b><br><br><br><b>Date debt was incurred</b> <u>2015-2015</u><br><b>Last 4 digits of account number</b> _____<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Have you already specified the relative priority?<br><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.<br><br><input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u> | <b>Describe debtor's property that is subject to a lien</b><br><u>Real property in San Diego County</u> \$ <u>87,807.59</u> \$ <u>2,115,875.00</u><br><br><b>Describe the lien</b><br><u>Property Tax Lien</u><br><br><b>Is the creditor an insider or related party?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes<br><br><b>Is anyone else liable on this claim?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).<br><br><b>As of the petition filing date, the claim is:</b><br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed |
|---|---|



**Fill in this information to identify the case:**

Debtor Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number \_\_\_\_\_  
(If known)

☐ Check if this is an amended filing

**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
- ☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

|  | Total claim  | Priority amount     |
|--|--|---------------------|
| <b>2.1</b> Priority creditor's name and mailing address<br><u>Arturo Alemany</u><br><u>121 Broadway Suite 630</u><br><u>San Diego, CA 92101</u><br><br>Date or dates debt was incurred<br><u>5/2014- 9/30/2016</u><br><br>Last 4 digits of account number _____<br><br>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ( <u>4a</u> ) | As of the petition filing date, the claim is: \$ <u>435,000.00</u><br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br>Basis for the claim:<br><u>Executive compensation</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes | \$ <u>12,850.00</u> |

|   |   |          |
|---|---|----------|
| <b>2.2</b> Priority creditor's name and mailing address<br>_____<br>_____<br>_____<br><br>Date or dates debt was incurred<br>_____<br><br>Last 4 digits of account number _____<br><br>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____) | As of the petition filing date, the claim is: \$ _____<br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br>Basis for the claim:<br>_____<br><br>Is the claim subject to offset?<br><input type="checkbox"/> No<br><input type="checkbox"/> Yes | \$ _____ |
|---|---|----------|

|   |   |          |
|---|---|----------|
| <b>2.3</b> Priority creditor's name and mailing address<br>_____<br>_____<br>_____<br><br>Date or dates debt was incurred<br>_____<br><br>Last 4 digits of account number _____<br><br>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____) | As of the petition filing date, the claim is: \$ _____<br>Check all that apply.<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br>Basis for the claim:<br>_____<br><br>Is the claim subject to offset?<br><input type="checkbox"/> No<br><input type="checkbox"/> Yes | \$ _____ |
|---|---|----------|

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

|     |   | Amount of claim   |
|-----|---|---|
| 3.1 | <b>Nonpriority creditor's name and mailing address</b><br><u>American Pacific Constructors</u><br><br><u>630 Seagaze Dr #286</u><br><u>Ocean Side, CA 92054</u><br><br><b>Date or dates debt was incurred</b> <u>12/11/2015</u><br><b>Last 4 digits of account number</b> _____ | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Service</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes    |
|     |   | \$ <u>36,244.00</u>   |
| 3.2 | <b>Nonpriority creditor's name and mailing address</b><br><u>Blue Berry Ridge Holdings</u><br><br><u>30 East 68th, 12th floor</u><br><u>New York, NY 10065</u><br><br><b>Date or dates debt was incurred</b> <u>5/13/2013</u><br><b>Last 4 digits of account number</b> _____   | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Loan</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes       |
|     |   | \$ <u>35,762.00</u>   |
| 3.3 | <b>Nonpriority creditor's name and mailing address</b><br><u>Charles M. Patterson</u><br><br><u>Jacksonville, FL 32256</u><br><br><b>Date or dates debt was incurred</b> <u>1/22/14-2/4/14</u><br><b>Last 4 digits of account number</b> _____                                  | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Employment</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes |
|     |   | \$ <u>636,000.00</u>  |
| 3.4 | <b>Nonpriority creditor's name and mailing address</b><br><u>Christopher Larocca</u><br><br><u>5059 Scholarship</u><br><u>Irvine CA 92612</u><br><br><b>Date or dates debt was incurred</b> <u>8/26/2015</u><br><b>Last 4 digits of account number</b> _____                    | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Litigation</u><br><br><b>Is the claim subject to offset?</b><br><input type="checkbox"/> No<br><input type="checkbox"/> Yes            |
|     |   | \$ <u>382,480.00</u>  |
| 3.5 | <b>Nonpriority creditor's name and mailing address</b><br><u>David Rohal</u><br><br><u>1550 Seagaze Dr #31</u><br><u>Ocean Side CA. 922054</u><br><br><b>Date or dates debt was incurred</b> <u>1/22/14- 2/6/14</u><br><b>Last 4 digits of account number</b> _____             | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Employment</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes |
|     |   | \$ <u>860,748.00</u>  |
| 3.6 | <b>Nonpriority creditor's name and mailing address</b><br><u>David Arganbright</u><br><br><u>1206 W. Wynnewood Rd</u><br><u>Wynnewood, PA 19096</u><br><br><b>Date or dates debt was incurred</b> <u>1/22/14-2/4/14</u><br><b>Last 4 digits of account number</b> _____         | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Employment</u><br><br><b>Is the claim subject to offset?</b><br><input type="checkbox"/> No<br><input type="checkbox"/> Yes            |
|     |   | \$ <u>591,000.00</u>  |



Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

|   |   |                        |
|---|---|------------------------|
| 3. <u>Nonpriority creditor's name and mailing address</u><br><u>Donald Stoecklein (SLG)</u><br><br><u>209 Satin Mist CT</u><br><u>Las Vegas N.V 89144</u><br><br><u>Date or dates debt was incurred</u> <u>1/1/13-9/1/16</u><br><u>Last 4 digits of account number</u> <u>      </u>          | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><input type="checkbox"/> Liquidated and neither contingent nor disputed<br><br><b>Basis for the claim:</b> <u>Professional Fees</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes | \$ <u>601,901.49</u>   |
| 3. <u>Nonpriority creditor's name and mailing address</u><br><u>Dwight Jory</u><br><br><u>10120 South Eastern Ave. STE 200</u><br><u>Henderson NV, 89052</u><br><br><u>Date or dates debt was incurred</u> <u>3/22/13, 3/6/13</u><br><u>Last 4 digits of account number</u> <u>      </u>     | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Loan</u><br><br><b>Is the claim subject to offset?</b><br><input type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>61,989.64</u>    |
| 3. <u>Nonpriority creditor's name and mailing address</u><br><u>Ernest Dahlman</u><br><br><u>30 East 68th. 12th floor</u><br><u>New York, NY. 10065</u><br><br><u>Date or dates debt was incurred</u> <u>2/3/2014</u><br><u>Last 4 digits of account number</u> <u>      </u>                 | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Loan</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>30,616.44</u>    |
| 3. <u>Nonpriority creditor's name and mailing address</u><br><u>Ernest Dahlman</u><br><br><u>30 East 68th. 12th floor</u><br><u>New York, NY. 10065</u><br><br><u>Date or dates debt was incurred</u> <u>1/22/14- 2/4/14</u><br><u>Last 4 digits of account number</u> <u>      </u>          | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Employment</u><br><br><b>Is the claim subject to offset?</b><br><input type="checkbox"/> No<br><input type="checkbox"/> Yes  | \$ <u>1,450,000.00</u> |
| 3. <u>Nonpriority creditor's name and mailing address</u><br><u>GSW Holding Corporation</u><br><br><u>877 Island Ave #201</u><br><u>San Diego, CA 92101</u><br><br><u>Date or dates debt was incurred</u> <u>                    </u><br><u>Last 4 digits of account number</u> <u>      </u> | <b>As of the petition filing date, the claim is:</b><br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><b>Basis for the claim:</b> <u>Loan</u><br><br><b>Is the claim subject to offset?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>268,627.00</u>   |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

|        |  |  |                      |
|--------|--|--|----------------------|
| 3.____ | Nonpriority creditor's name and mailing address<br><u>International Railroad Investment Fund (Camden)</u><br><br><u>10120 South Eastern Ave. STE 200</u><br><u>Henderson NV. 89052</u> | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><input type="checkbox"/> Liquidated and neither contingent nor disputed | \$ <u>323,497.00</u> |
|        | Date or dates debt was incurred <u>12/1/2011</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Loan</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes  |                      |
| 3.____ | Nonpriority creditor's name and mailing address<br><u>John Robert Rohal</u><br><br><u>550 Seagaze Dr #31</u><br><u>Oceanside CA, 92054</u>   | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed  | \$ <u>150,000.00</u> |
|        | Date or dates debt was incurred <u>1/22/14- 2/4/14</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Employment</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes  |                      |
| 3.____ | Nonpriority creditor's name and mailing address<br><u>Mark Maasch</u><br><br><u>1220 Rosecrans St STE 910</u><br><u>San Diego, CA 92101</u>  | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed   | \$ <u>155,487.83</u> |
|        | Date or dates debt was incurred <u>1/2014-12/2015</u><br>Last 4 digits of account number <u>      </u>   | Basis for the claim: <u>Professional Fees</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3.____ | Nonpriority creditor's name and mailing address<br><u>MIR International Services</u><br><br><u>121 Broadway Suite 630</u><br><u>San Diego CA. 92101</u>                                | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed   | \$ <u>387,836.28</u> |
|        | Date or dates debt was incurred <u>5/2014-9/2016</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Professional Fees</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3.____ | Nonpriority creditor's name and mailing address<br><u>Raul Pulido</u><br><br><u>566 Berand Way</u><br><u>Chula Vista, CA 91910</u>   | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed  | \$ <u>576,000.00</u> |
|        | Date or dates debt was incurred <u>1/22/14- 2/6/14</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Employment</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes  |                      |

Debtor Pacific Imperial Railway, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

|  |  |                      |
|--|--|----------------------|
| 3. Nonpriority creditor's name and mailing address<br><u>Pro Logic Analytics</u><br><br><u>401 W A St STE 1150</u><br><u>San Diego CA 92101</u><br><br>Date or dates debt was incurred <u>8/15/16-9/30/16</u><br>Last 4 digits of account number <u>      </u>                             | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><input type="checkbox"/> Liquidated and neither contingent nor disputed<br><br>Basis for the claim: <u>Loan</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes | \$ <u>1,554.00</u>   |
| 3. Nonpriority creditor's name and mailing address<br><u>Sheila Lemire</u><br><br><u>826 Orange Ave. #228</u><br><u>Coronado, CA. 92118</u><br><br>Date or dates debt was incurred <u>1/22/14-2/4/14</u><br>Last 4 digits of account number <u>      </u>                                  | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br>Basis for the claim: <u>Employment</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>396,000.00</u> |
| 3. Nonpriority creditor's name and mailing address<br><u>Tracie Matsuo</u><br><br><u>1452 N. Horizon Ridge Parkway, Suite 217</u><br><u>Henderson, NV 89144</u><br><br>Date or dates debt was incurred <u>1/1/13- 3/31/16</u><br>Last 4 digits of account number <u>      </u>             | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br>Basis for the claim: <u>Employment</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>200,000.00</u> |
| 3. Nonpriority creditor's name and mailing address<br><u>Mickelson &amp; Company, LLC</u><br><br><u>101 N. Main Avenue, Suite 321,</u><br><u>Sioux Falls, SD 57104</u><br><br>Date or dates debt was incurred <u>                    </u><br>Last 4 digits of account number <u>      </u> | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br>Basis for the claim: <u>Professional Fees</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   | \$ <u>12,045.00</u>  |
| 3. Nonpriority creditor's name and mailing address<br><u>Blanchard Kransner &amp; French</u><br><br><u>800 Silverado Street Second Floor,</u><br><u>La Jolla CA 92037</u><br><br>Date or dates debt was incurred <u>8/22/2016</u><br>Last 4 digits of account number <u>      </u>         | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br>Basis for the claim: <u>Legal Services</u><br><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes  | \$ <u>17,910.18</u>  |

Debtor Pacific Imperial Railway, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: Additional Page**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

|    |  |   |                      |
|----|--|---|----------------------|
| 3. | Nonpriority creditor's name and mailing address<br><u>Business Connexion</u><br><br><u>Av. Durango 2574 B, Col.</u><br><u>Madero Tijuana, B.C. Mexico 22040</u>        | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><input type="checkbox"/> Liquidated and neither contingent nor disputed | \$ <u>7,850.00</u>   |
|    | Date or dates debt was incurred <u>9/8/2015</u><br>Last 4 digits of account number <u>      </u>   | Basis for the claim: <u>Services</u><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3. | Nonpriority creditor's name and mailing address<br><u>California Environmental</u><br><br><u>PO Box 82188</u><br><u>San Diego, CA 92138</u>                            | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed   | \$ <u>1,200.00</u>   |
|    | Date or dates debt was incurred <u>4/22/2015</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Services</u><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3. | Nonpriority creditor's name and mailing address<br><u>Cathy T. Rohal</u><br><br><u>4999 Shermanwood Drive</u><br><u>Kent, OH 44240</u>                                 | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed   | \$ <u>15,750.50</u>  |
|    | Date or dates debt was incurred <u>1/20/2014</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Services</u><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3. | Nonpriority creditor's name and mailing address<br><u>Fitzsimmons Accountancy</u><br><br><u>1450 Frazee Road, Suite 310</u><br><u>San Diego, California 92108-4340</u> | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed  | \$ <u>2,916.00</u>   |
|    | Date or dates debt was incurred <u>9/3/15, 11/3/15</u><br>Last 4 digits of account number <u>      </u>  | Basis for the claim: <u>Services</u><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes   |                      |
| 3. | Nonpriority creditor's name and mailing address<br><u>Donald Stoecklein</u><br><br><u>209 Satin Mist CT</u><br><u>Las Vegas NV 89144</u>                               | As of the petition filing date, the claim is:<br><i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed   | \$ <u>587,000.00</u> |
|    | Date or dates debt was incurred <u>1/1/2012</u><br>Last 4 digits of account number <u>      </u>   | Basis for the claim: <u>Executive comp.</u><br>Is the claim subject to offset?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes  |                      |

Attachment to Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims**

| <b>Name &amp; Address</b>  | <b>Nature of Claim</b> | <b>Amount</b> | <b>Basis for Claim</b>    |
|--|------------------------|---------------|---------------------------|
| Alcoe International, LLC<br>121 Broadway Ste. 630<br>San Diego CA                | Shareholder            | \$0.00        | For notice purposes only. |
| Arturo Alemany<br>800 The Mark Ln.<br>San Diego CA 92101                         | Shareholder            | \$0.00        | For notice purposes only. |
| Banker Healthcare Group, Inc.<br>325 James Street<br>Syracuse NY 13203           | Shareholder            | \$0.00        | For notice purposes only. |
| Bankers Healthcare Group, Inc.<br>201 Solar St.<br>Syracuse NY 13204             | Shareholder            | \$0.00        | For notice purposes only. |
| Blueberry Ridge Holdings, LLC<br>30 East 68th<br>12th Floor<br>New York NY 10065 | Shareholder            | \$0.00        | For notice purposes only. |
| Lilian Burgos<br>8625 San Vicente St.<br>San Diego CA 92114                      | Shareholder            | \$0.00        | For notice purposes only. |
| Denise Campbell<br>103 Allen Rd<br>Billerica, MA 01821                           | Shareholder            | \$0.00        | For notice purposes only. |

|  |             |        |                              |
|--|-------------|--------|------------------------------|
| Steven M. Clark Revocable Trust<br>Steven M. Clark, Ttee<br>U/A Dtd 4/16/2002<br>158 Hummingbird Hill<br>Encinitas, CA 92024 | Shareholder | \$0.00 | For notice<br>purposes only. |
| Chase Dahlman 2013 Trust<br>Albert Crawford, Ttee<br>U/A Dtd 10/31/13<br>3123 Scholarship<br>Irvine CA 92612                 | Shareholder | \$0.00 | For notice<br>purposes only. |
| Vanessa Dahlman<br>3123 Scholarship<br>Irvine CA 92612   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Wesley Dahlman 2013 Trust<br>Albert Crawford, Ttee<br>U/A Dtd 10/31/13<br>3123 Scholarship<br>Irvine CA 92612                | Shareholder | \$0.00 | For notice<br>purposes only. |
| Peter Dartley<br>77 Bedford Road<br>Katonah NY 10536   | Shareholder | \$0.00 | For notice<br>purposes only. |
| DJB Holdings, Inc.<br>2360 Corporate Circle #400<br>Henderson NV 89074   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Bruce Ehrensaal<br>10205 Beach Mill Rd.<br>Great Falls VA 22066  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Bruce D. Gittlin<br>83 Winged Foot Drive<br>Livingston NJ 07039  | Shareholder | \$0.00 | For notice<br>purposes only. |

|   |             |        |                              |
|---|-------------|--------|------------------------------|
| Global Investment Analytics LLC<br>4471 Dean Martin Dr., Unit 3209<br>Las Vegas NV 89103                      | Shareholder | \$0.00 | For notice<br>purposes only. |
| Robert Graham<br>18124 Lakeside Ln.<br>Houston TX 77058   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Greensward Partners, LLC<br>2360 Corporate Circle<br>Suite 400<br>Henderson NV 89074                          | Shareholder | \$0.00 | For notice<br>purposes only. |
| GSW Holding Corporation<br>2360 Corporate Circle<br>Suite 400<br>Henderson NV 89074                           | Shareholder | \$0.00 | For notice<br>purposes only. |
| GSW Holding Corporation<br>Retirement Savings Plan<br>877 Island Ave., #201<br>San Diego CA 92101             | Shareholder | \$0.00 | For notice<br>purposes only. |
| Ava Gurney 2013 Trust<br>Albert Crawford, Ttee<br>U/A Dtd 10/31/13<br>3123 Scholarship<br>Irvine CA 92612     | Shareholder | \$0.00 | For notice<br>purposes only. |
| Eliza Gurney 2013 Trust<br>Albert Crawford, Ttee<br>U/A Dtd 10/31/2013<br>3123 Scholarship<br>Irvine CA 92612 | Shareholder | \$0.00 | For notice<br>purposes only. |
| Eugene Hauman<br>25 Dartmouth Rd.<br>Shoreham NY  | Shareholder | \$0.00 | For notice<br>purposes only. |

|  |             |        |                              |
|--|-------------|--------|------------------------------|
| Grant Lymon Hawkins<br>5663 Balboa Ave #153<br>San Diego CA 92111  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Heart & Soul JV 1, LLC<br>4875 Volunteer Road<br>Southwest Ranches FL 33330  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Jamie Hill<br>1964 5th Ave<br>Apt. 10<br>San Diego CA 92101  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Pacific Transportation Investments,<br>Inc.<br>121 Broadway, Suite 630<br>San Diego, CA 92101  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Jac Test. Trust<br>Albert Crawford & James Crawford,<br>Ttees<br>U/A Dtd 04/29/09 fbo Pat Crawford<br>201 Solar St.<br>Syracuse NY 13204 | Shareholder | \$0.00 | For notice<br>purposes only. |
| Verdelle Jones<br>3942 Marcwade Dr.<br>San Diego CA 92154  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Brandon Lane<br>44239 Anacapa Way<br>Palm Desert CA 92260  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Christopher Larocca<br>5095 Scholarship<br>Irvine CA 92612   | Shareholder | \$0.00 | For notice<br>purposes only. |



|  |             |        |                              |
|--|-------------|--------|------------------------------|
| Sheila Lemire<br>826 Orange Ave., #228<br>Coronado, CA 92118   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Locati Global Holdings, LLC<br>10120 South Eastern Avenue<br>Henderson, NV 89052                                   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Daniel R Van Ness<br>8783 Tangerine Sky Ave<br>Las Vegas, NV 89178   | Shareholder | \$0.00 | For notice<br>purposes only. |
| David Rohal<br>13810 Sutton Park Dr.<br>North Apt. 1529<br>Jacksonville FL 32224                                   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Dennis Rohal<br>1935 Wynridge Landing<br>Alpharetta GA 30005   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Michael Scott &<br>Juliet Scott Jtwros<br>51 Scrimshaw Ln.<br>P.O. Box 1353<br>Amagansett NY 11930                 | Shareholder | \$0.00 | For notice<br>purposes only. |
| HIDRO SPORTS, S.A. DE C.V.   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Stone Rock, Inc.<br>550 West C Street, Suite 1160<br>San Diego CA 92101  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Robert A. Strasberg Trust<br>Robert A. Strasberg, Ttee<br>U/A Dtd 09/22/10<br>242 Aspen Rd.<br>Birmingham MI 48009 | Shareholder | \$0.00 | For notice<br>purposes only. |

|   |             |        |                              |
|---|-------------|--------|------------------------------|
| The White Family Q-Tip Trust<br>Janet Marie White Ttee<br>U/A Dtd June 30, 2008<br>1275 Railroad St.<br>Corona CA 92882 | Shareholder | \$0.00 | For notice<br>purposes only. |
| Jennifer Trowbridge<br>3678 Mount Alvarez Ave<br>San Diego CA 92111   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Peyton Dahlman 2013 Trust<br>Albert Crawford, Ttee<br>U/A Dtd 10/31/13<br>3123 Scholarship<br>Irvine CA 92612           | Shareholder | \$0.00 | For notice<br>purposes only. |
| Robert A. Strasberg Trust<br>Robert A. Strasberg Ttee<br>U/A Dtd 9/22/10<br>242 Aspen<br>Birmingham MI 48009            | Shareholder | \$0.00 | For notice<br>purposes only. |
| Gisela A. Vanness<br>3644 S. Fort Apache Rd.,<br>#1034 Bldg. 11<br>Las Vegas, NV 89147                                  | Shareholder | \$0.00 | For notice<br>purposes only. |
| Raquel Vazquez<br>1455 Kettner Blvd, #329<br>San Diego CA 92101   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Keryn Waltzer<br>P.O Box 13132<br>San Diego, CA 92170   | Shareholder | \$0.00 | For notice<br>purposes only. |
| Watkins Environmental<br>8291 Aero Pl., #160<br>San Diego CA 92123  | Shareholder | \$0.00 | For notice<br>purposes only. |

|  |             |        |                              |
|--|-------------|--------|------------------------------|
| Watkins Environmental, Inc.<br>4471 Dean Martin Dr.<br>Unit 3209<br>Las Vegas NV 89103 | Shareholder | \$0.00 | For notice<br>purposes only. |
|--|-------------|--------|------------------------------|

|  |             |        |                              |
|--|-------------|--------|------------------------------|
| WB Acquisition, Inc.<br>112 North Curry Street<br>Carson City NV 89703 | Shareholder | \$0.00 | For notice<br>purposes only. |
|--|-------------|--------|------------------------------|

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address      | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|-------------------------------|--|---|
| 4.1. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.2. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.3. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.4. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.5. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.6. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.7. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.8. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.9. _____<br>_____<br>_____  | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.10. _____<br>_____<br>_____ | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.11. _____<br>_____<br>_____ | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |
| 4.12. _____<br>_____<br>_____ | Line _____<br><input type="checkbox"/> Not listed. Explain _____<br>_____  | ____ _                                  |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

|   |     |    |                        |
|---|-----|----|------------------------|
| 5a. Total claims from Part 1                      | 5a. | \$ | <u>435,000.00</u>      |
| 5b. Total claims from Part 2                      | 5b. | +  | \$ <u>7,790,415.36</u> |
| 5c. Total of Parts 1 and 2<br>Lines 5a + 5b = 5c. | 5c. | \$ | <u>8,225,415.36</u>    |

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (If known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

**2. List all contracts and unexpired leases**

**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

|     |   |                           |  |
|-----|---|---------------------------|--|
| 2.1 | State what the contract or lease is for and the nature of the debtor's interest | <u>See attached list.</u> |  |
|     | State the term remaining  |                           |  |
|     | List the contract number of any government contract                             |                           |  |
| 2.2 | State what the contract or lease is for and the nature of the debtor's interest |                           |  |
|     | State the term remaining  |                           |  |
|     | List the contract number of any government contract                             |                           |  |
| 2.3 | State what the contract or lease is for and the nature of the debtor's interest |                           |  |
|     | State the term remaining  |                           |  |
|     | List the contract number of any government contract                             |                           |  |
| 2.4 | State what the contract or lease is for and the nature of the debtor's interest |                           |  |
|     | State the term remaining  |                           |  |
|     | List the contract number of any government contract                             |                           |  |
| 2.5 | State what the contract or lease is for and the nature of the debtor's interest |                           |  |
|     | State the term remaining  |                           |  |
|     | List the contract number of any government contract                             |                           |  |

Attachment to Official Form 206 G**Schedule G: Executory Contracts and Unexpired Leases**

## 2. List all contracts and unexpired leases.

|      | <b>Contract or unexpired lease and statement of what the contract or lease is for and the nature of the debtor's interest (and contract number of any government contract if applicable)</b>   | <b>Effective Date &amp; Term Remaining</b>  | <b>Name and Address for all other parties with whom the debtor has an executory contract or unexpired lease</b>  |
|------|--|---|--|
| 2.1  | <u>Amended and Restated Desert Line Lease and Operating Agreement</u> ; primary asset of PIR, provides the terms of agreement between PIR and SD&AE (MTS), outlines obligation Desert Line reconstruction milestones and annual terms of payment to MTS until and thereupon operation of the Desert Line (MTS Doc. No. S200-13-560.1) (MTS Doc. No. S200-13-560.2) | <u>Effective date:</u><br>December 20, 2012<br><u>Term remaining:</u><br>December 20, 2062<br>(w/ an option to renew for an additional 49 years)                    | SD & AE Railway Co.<br>1255 Imperial Ave, Suite 1000<br>San Diego, CA 92101  |
| 2.2  | <u>Cali-Baja Joint Venture Sublease and Operating Agreement</u> ; provides the terms of agreement of BJRR's sublease of the Desert Line and obligations to rehabilitate the subleased portion of track; establishes PIR's exclusive rights to develop and operate an intermodal; required MTS consent  | <u>Effective date:</u><br>May 31, 2016<br><u>Term remaining:</u><br>December 20, 2062<br>(w/ an option to renew for an additional 49 years)                         | SD & AE Railway Co.<br>1255 Imperial Ave, Suite 1000<br>San Diego, CA 92101<br><br>Baja California Railroad, Inc.<br>Av. Ferrocarril #1<br>Colonia Libertad Parte Baja<br>Tijuana, Baja California |
| 2.5  | <u>Fee Agreement Payment Plan</u> ; is an exhibit to an engagement termination letter from Stoecklein Law Group, LLP which defines the terms of payment of legal fees  | <u>Effective date:</u><br>December 4, 2013<br><u>Term remaining:</u><br>In effect until payment of legal fees   | Stoecklein Law Group, LLP<br>401 West A Street<br>Suite 1150<br>San Diego, California 92101  |
| 2.10 | <u>Settlement Promissory Note Extension Agreement</u> ; extends the maturity date on the November 15, 2013, \$250,000 note from Locati to debtor; principal balance increased to \$355,000   | <u>Effective date:</u><br>January 15, 2015<br><u>Term remaining:</u><br>Extended maturity date was November, 15, 205; debtor is in default of the extended deadline | Dwight Jory<br>10120 South Eastern Avenue<br>Henderson, Nevada 89052   |
| 2.13 | <u>Lease Agreement with Option to Purchase (Brown)</u> ; Lease with option to purchase 62.22 acres of land located near Ocotillo, California. The term of lease and option is five years. Amendment 1 was signed on September 21, 2016, which assigned the rights to the agreement from Inter-zone, Inc. to PIR.   | <u>Effective date:</u><br>January 1, 2016<br><u>Expiration date:</u><br>December 1, 2020<br><u>Assignment date:</u><br>September 21, 2016                           | Gregory M. Brown<br>565 N Magnolia Ave<br>El Cajon, CA 92020   |

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 206H

**Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

| Column 1: Codebtor |  | Column 2: Creditor |  |
|--------------------|--|--------------------|--|
| Name               | Mailing address  | Name               | Check all schedules that apply:  |
| 2.1 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |
| 2.2 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |
| 2.3 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |
| 2.4 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |
| 2.5 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |
| 2.6 _____          | Street _____<br>_____<br>City _____ State _____ ZIP Code _____ | _____              | <input type="checkbox"/> D<br><input type="checkbox"/> E/F<br><input type="checkbox"/> G |



**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets****1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B* .....\$ 5,300,654.52**1b. Total personal property:**Copy line 91A from *Schedule A/B* .....\$ 1,882,506.19**1c. Total of all property:**Copy line 92 from *Schedule A/B* .....\$ 7,183,160.71**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D* .....\$ 3,194,760.00**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F* .....\$ 12,850.00**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* .....+ \$ 8,225,415.36**4. Total liabilities** .....

Lines 2 + 3a + 3b

\$ 11,433,025.00

**Fill in this information to identify the case and this filing:**

Debtor Name Pacific Imperial Railroad, Inc.  
 United States Bankruptcy Court for the: Southern District of California  
 (State)  
 Case number (if known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/13/2016  
 MM / DD / YYYY

✕

/s/ Arturo Alemany

Signature of individual signing on behalf of debtor

Arturo Alemany

Printed name

President and CEO

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name Pacific Imperial Railroad, Inc.

United States Bankruptcy Court for the: Southern District of California  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 207

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income****1. Gross revenue from business**

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue  
Check all that apply

Gross revenue  
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From 1/1/2016 to Filing date  
MM / DD / YYYY

☒ Operating a business  
☒ Other Sublease

\$ 3,000,000.00

For prior year: From 1/1/2015 to 12/31/2015  
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business  
☐ Other n/a

\$ 0.00

For the year before that: From 1/1/2014 to 12/31/2015  
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business  
☐ Other Railcar Parking

\$ 10,486.00

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None

Description of sources of revenue

Gross revenue from each source  
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From 1/1/2016 to Filing date  
MM / DD / YYYY

Accrued Interest \$ 55,209.67

For prior year: From 1/1/2015 to 12/31/2015  
MM / DD / YYYY MM / DD / YYYY

Accrued Int./Tax Credit \$ 149,440.00

For the year before that: From 1/1/2014 to 1/1/2014  
MM / DD / YYYY MM / DD / YYYY

Tax Credit \$ 146,000.00

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

| Creditor's name and address  | Dates | Total amount or value | Reasons for payment or transfer<br><i>Check all that apply</i>  |
|--|-------|-----------------------|---|
| 3.1. <u>See Attachment 3</u><br>Creditor's name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____ | \$ _____              | <input type="checkbox"/> Secured debt<br><input type="checkbox"/> Unsecured loan repayments<br><input type="checkbox"/> Suppliers or vendors<br><input type="checkbox"/> Services<br><input type="checkbox"/> Other _____ |
| 3.2. _____<br>Creditor's name _____<br>Street _____<br>City _____ State _____ ZIP Code _____                   | _____ | \$ _____              | <input type="checkbox"/> Secured debt<br><input type="checkbox"/> Unsecured loan repayments<br><input type="checkbox"/> Suppliers or vendors<br><input type="checkbox"/> Services<br><input type="checkbox"/> Other _____ |

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

| Insider's name and address  | Dates | Total amount or value | Reasons for payment or transfer |
|---|-------|-----------------------|---------------------------------|
| 4.1. <u>See Attachment 4</u><br>Insider's name _____<br>Street _____<br>City _____ State _____ ZIP Code _____<br><br>Relationship to debtor _____ | _____ | \$ _____              | _____                           |
| 4.2. _____<br>Insider's name _____<br>Street _____<br>City _____ State _____ ZIP Code _____<br><br>Relationship to debtor<br><u>Affiliate</u>     | _____ | \$ _____              | _____                           |

## Attachment 3

**Pacific Imperial Railroad, Inc.**  
**Transaction List by Vendor**  
**July 1, 2016 - October 13, 2016**

|                                   | Date       | Transaction Type     | Num  | Memo/Description | Amount    |
|-----------------------------------|------------|----------------------|------|------------------|-----------|
| <b>Ace Parking Management Inc</b> |            |                      |      |                  |           |
|                                   | 07/14/2016 | Bill Payment (Check) | 1031 |                  | -1,860.00 |
|                                   | 09/16/2016 | Bill Payment (Check) | 1055 |                  | -660.00   |
|                                   | 10/7/2016  | Bill Payment (Check) | 1063 |                  | -660.00   |
| <b>Alan Vanderhoff</b>            | 10/6/2016  |                      |      | Retainer         | -75000    |
| <b>ADP EEPay</b>                  |            |                      |      |                  |           |
|                                   | 7/8/2016   |                      |      |                  | -785.62   |
|                                   | 7/8/2016   |                      |      |                  | -2172.61  |
|                                   | 7/8/2016   |                      |      |                  | -77.56    |
|                                   | 7/14/2016  |                      |      |                  | -72.76    |
|                                   | 7/14/2016  |                      |      |                  | -2625.4   |
|                                   | 7/14/2016  |                      |      |                  | -5237.53  |
|                                   | 7/21/2016  |                      |      |                  | -87.56    |
|                                   | 7/21/2016  |                      |      |                  | -785.64   |
|                                   | 7/21/2016  |                      |      |                  | -2172.59  |
|                                   | 7/28/2016  |                      |      |                  | -72.76    |
|                                   | 7/28/2016  |                      |      |                  | -5237.51  |
|                                   | 7/28/2016  |                      |      |                  | -2625.42  |
|                                   | 7/28/2016  |                      |      |                  | -77.56    |
|                                   | 7/28/2016  |                      |      |                  | -2172.58  |
|                                   | 7/28/2016  |                      |      |                  | -785.65   |
|                                   | 8/15/2016  |                      |      |                  | -72.76    |
|                                   | 8/15/2016  |                      |      |                  | -5237.51  |
|                                   | 8/15/2016  |                      |      |                  | -2625.42  |
|                                   | 8/15/2016  |                      |      |                  | -77.56    |
|                                   | 8/18/2016  |                      |      |                  | -2172.58  |
|                                   | 8/18/2016  |                      |      |                  | -785.65   |
|                                   | 8/31/2016  |                      |      |                  | -72.76    |
|                                   | 8/31/2016  |                      |      |                  | -5448.46  |
|                                   | 8/31/2016  |                      |      |                  | -2414.47  |
|                                   | 9/15/2016  |                      |      |                  | -2172.58  |
|                                   | 9/15/2016  |                      |      |                  | -785.65   |
|                                   | 9/15/2016  |                      |      |                  | -2280.75  |
|                                   | 9/15/2016  |                      |      |                  | -75.16    |
|                                   | 9/15/2016  |                      |      |                  | -5448.46  |
|                                   | 9/15/2016  |                      |      |                  | -2414.47  |
|                                   | 9/15/2016  |                      |      |                  | -75.16    |
|                                   | 9/15/2016  |                      |      |                  | -2172.61  |
|                                   | 9/15/2016  |                      |      |                  | -785.62   |
|                                   | 9/30/2016  |                      |      |                  | -2558.02  |
|                                   | 9/30/2016  |                      |      |                  | -1046.11  |
|                                   | 9/30/2016  |                      |      |                  | -5448.44  |
|                                   | 9/30/2016  |                      |      |                  | -2414.49  |
|                                   | 10/7/2016  |                      |      |                  | -79.68    |
|                                   | 10/14/2016 |                      |      |                  | -5448.47  |

|  |            |                      |                                 |   |
|--|------------|----------------------|---------------------------------|---|
|  | 10/14/2016 |                      |                                 | -2414.46  |
|  | 10/14/2016 |                      |                                 | -2380.46  |
|  | 10/14/2016 |                      |                                 | -900.72   |
| <b>Arturo Alemany</b>                  | 7/5/2016   |                      | Loan Repay plus interest        | -128657.53  |
|  | 8/18/2016  |                      |                                 | -58675.31   |
|  | 9/1/2016   |                      |                                 | -306.56   |
|  | 9/26/2016  |                      |                                 | -3500   |
| <b>Blanchard, Krasner &amp; French</b> | 07/14/2016 | Bill Payment (Check) | 1040                            | -12,357.33  |
| <b>Broadway Lexington</b>              | 8/8/2016   |                      | office rent/ lease              | -22210.7  |
|  | 9/27/2016  |                      | 1059 office rent/ lease         | -12796.37   |
| <b>Carrizo Gorge Railway Police</b>    | 08/10/2016 | Bill Payment (Check) | 1047                            | -7,000.00   |
| <b>City Bank Fees</b>                  | 7/5/2016   |                      |                                 | -14   |
|  | 7/8/2016   |                      |                                 | -148  |
|  | 8/9/2016   |                      |                                 | -14   |
|  | 9/27/2016  |                      |                                 | -14   |
| <b>First American Title company</b>    | 8/9/2016   |                      | payment                         | -10000  |
|  | 9/16/2016  |                      |                                 | -140653.52  |
|  | 10/6/2016  |                      | Cross land payment              | -82107.84   |
|  | 10/6/2016  |                      | Medina Land payment             | -21443.86   |
|  |            |                      | Brown property past due balance |   |
| <b>Gregory M Brown</b>                 | 9/27/2016  |                      |                                 | -6000   |
| <b>InterZone</b>                       | 8/22/2016  |                      | 1049 Interzone asset purchase   | -85750  |
| <b>John Mcavoy</b>                     | 7/14/2016  |                      |                                 | -5000   |
|  | 9/1/2016   |                      |                                 | -7500   |
|  | 10/5/2016  |                      |                                 | -7500   |
| <b>Kevin Bee</b>                       | 08/04/2016 | Bill Payment (Check) | 1043                            | -4,687.50   |
|  | 10/3/2016  | Bill Payment (Check) | 1061                            | -4150   |
|  | 10/7/2016  | Bill Payment (Check) | 1064                            | -375  |
| <b>Mariana Martinez</b>                | 07/14/2016 | Bill Payment (Check) | 1032                            | -500.00   |
| <b>Mark Langlais</b>                   | 7/5/2016   |                      | 1029                            | -3500   |
| <b>Mickelson &amp; Company LLC</b>     | 07/14/2016 | Bill Payment (Check) | 1033                            | Voided 0.00                                       |
| <b>MIR International Services Inc</b>  | 08/22/2016 | Bill Payment (Check) | 1050                            | Charles McHaffie, Consulting agreement -10,000.00 |
| <b>MTS</b>                             | 7/1/2016   |                      | 1028 lease                      | -500000   |
| <b>Oliva Goddard &amp; Wright CPAs</b> | 09/16/2016 | Bill Payment (Check) | 1056                            | -19,330.00  |
| <b>ParkRail Co</b>                     | 07/14/2016 | Bill Payment (Check) | 1034                            | -1,800.00   |
| <b>Premium Assignments co</b>          | 7/14/2016  |                      | insurance                       | -2,280.75   |

|           |           |           |
|-----------|-----------|-----------|
| 8/8/2016  | insurance | -2,280.75 |
| 7/14/2016 |           |           |

**San Diego Gas & Electric**

|            |                      |        |         |
|------------|----------------------|--------|---------|
| 07/18/2016 | Bill Payment (Check) | Online | -386.81 |
| 09/27/2016 | Bill Payment (Check) | Online | -169.98 |

**San Diego Regional Chamber of Commerce**

|            |                      |      |           |
|------------|----------------------|------|-----------|
| 07/14/2016 | Bill Payment (Check) | 1035 | -5,250.00 |
|------------|----------------------|------|-----------|

**Development Council**

|            |                      |      |         |
|------------|----------------------|------|---------|
| 07/14/2016 | Bill Payment (Check) | 1036 | -800.00 |
|------------|----------------------|------|---------|

**Stoecklein Law Group, LLP**

|            |                      |      |            |
|------------|----------------------|------|------------|
| 07/08/2016 | Bill Payment (Check) | 1030 | -23,094.04 |
|------------|----------------------|------|------------|

**Transparent VoIP**

|            |                      |      |         |
|------------|----------------------|------|---------|
| 07/14/2016 | Bill Payment (Check) | 1041 | -301.74 |
|------------|----------------------|------|---------|

**Vanderhoff law**

|           |               |        |
|-----------|---------------|--------|
| 9/26/2016 | 1058 retainer | -25000 |
|-----------|---------------|--------|

**Victor Constantino Herrera**

|            |                      |      |         |
|------------|----------------------|------|---------|
| 07/14/2016 | Bill Payment (Check) | 1038 | -593.42 |
|------------|----------------------|------|---------|

**West Coast Stock Transfer, Inc**

|            |                      |      |         |
|------------|----------------------|------|---------|
| 07/14/2016 | Bill Payment (Check) | 1039 | -549.63 |
|------------|----------------------|------|---------|

Thursday, Oct 13, 2016 09:37:51 AM PDT GMT-7

## Attachment 4

**Pacific Imperial Railroad, Inc.**  
**Check Detail**

**September 30, 2015 - October 1, 2016**

**Payments to insiders**

|                  | <b>Date</b> | <b>n Type</b> | <b>Num</b> | <b>Name</b>       | <b>Memo/Description</b>                | <b>Amount</b> |
|------------------|-------------|---------------|------------|-------------------|--|---------------|
| <b>Arturo</b>    | 08/18/2016  | Check         | 1048       | Arturo Alemany    | Legal Advise to CEO related to PIR     | -58,675.31    |
|                  | 09/01/2016  | Check         | 1052       | Arturo Alemany    | Meals July                             | -306.56       |
|                  | 09/26/2016  | Check         | 1057       | Arturo Alemany    | Loan Payment for locati                | -3,500.00     |
|                  | 7/5/2016    | transfer      |            | Arturo Alemany    | Repayment of loan \$125K plus interest | -128,675.53   |
| <b>InterZone</b> | 08/22/2016  | Check         | 1049       | Inter- Zone, Inc  | Interzone Purchase                     | -85,750.00    |
|                  | 10/28/2015  | Check         | 1062       | Inter- Zone, Inc  | Loan to Interzine                      | -5,000.00     |
|                  | 10/28/2015  | Check         | 1063       | Inter- Zone, Inc  | Loan to Interzone-Inc                  | -1,000.00     |
|                  | 11/11/2015  | Check         | 1078       | Inter- Zone, Inc  | Loan to Inter-zone ( Wilson & Company) | -5,000.00     |
|                  | 01/04/2016  | Check         | 1116       | Inter- Zone, Inc  | Loan to Inter Zone                     | -750.00       |
| <b>MIR</b>       | 8/22/2016   | Check         | 1050       | MIR international |  | -10,000.00    |



Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

| Creditor's name and address | Description of the property | Date | Value of property |
|-----------------------------|-----------------------------|------|-------------------|
| 5.1.                        |                             |      | \$ _____          |
| Creditor's name             |                             |      |                   |
| Street                      |                             |      |                   |
| City State ZIP Code         |                             |      |                   |
| 5.2.                        |                             |      | \$ _____          |
| Creditor's name             |                             |      |                   |
| Street                      |                             |      |                   |
| City State ZIP Code         |                             |      |                   |

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

| Creditor's name and address                    | Description of the action creditor took | Date action was taken | Amount   |
|--|---|-----------------------|----------|
| Creditor's name                                |   |                       | \$ _____ |
| Street   |   |                       |          |
| City State ZIP Code                            |   |                       |          |
| Last 4 digits of account number: XXXX- _ _ _ _ |   |                       |          |

**Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

| Case title            | Nature of case | Court or agency's name and address | Status of case                     |
|-----------------------|----------------|------------------------------------|------------------------------------|
| 7.1. See Attachment 7 |                | Name                               | <input type="checkbox"/> Pending   |
| Case number           |                | Street                             | <input type="checkbox"/> On appeal |
|                       |                | City State ZIP Code                | <input type="checkbox"/> Concluded |
| 7.2.                  |                |                                    |                                    |
| Case title            |                | Court or agency's name and address | <input type="checkbox"/> Pending   |
| Case number           |                | Name                               | <input type="checkbox"/> On appeal |
|                       |                | Street                             | <input type="checkbox"/> Concluded |
|                       |                | City State ZIP Code                |                                    |

## Attachment 7

Official Form 207**Attachment to Statement of Financial Affairs for Non-Individuals  
Filing for Bankruptcy**

## Part 3: Legal Actions or Assignments

## 7. Legal actions, administrative proceedings, court actions, executions, or governmental audits

| <b>Case Title</b>       | <b>Case number</b> | <b>Nature of case</b> | <b>Court or agency's name and address</b>  | <b>Status of case</b> |
|-------------------------|--------------------|-----------------------|--|-----------------------|
| Locati v. PIR           | '16CV2167 BGS      | Complaint for Damages | Southern District of California- San Diego<br>333 West Broadway<br>San Diego, CA 92101 | Pending               |
| Trowbridge v. PIR       | 37-2015-000362243  | Employment Claim      | San Diego Superior Court<br>220 West Broadway<br>San Diego, CA 92101                   | Concluded             |
| Larocca v. PIR          | 37-2015-00029013   | Complaint for Damages | Southern District of California- San Diego<br>333 West Broadway<br>San Diego, CA 92101 | Pending               |
| CZRY & PII v. Sweetwood | 37-2012-00087657   | Cross-complaint       | San Diego Superior Court<br>220 West Broadway<br>San Diego, CA 92101                   | Pending               |

## Part 13: Detail About the Debtor's Business or Connections to Any Business

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

| <b>Arturo Alemany's Control in PIR (directly or indirect)</b>                           |  |  |                              |
|---|--|--|------------------------------|
| <b>Name</b>   | <b>Address</b>   | <b>Position and nature of interest</b>   | <b>% of interest, if any</b> |
| Arturo Alemany  | 800 The Mark Lane<br>San Diego, CA 92101                 | CEO, Director, stockholder   | 0.524%                       |
| Pacific Transportation Investments, Inc. (a corporation wholly owned by Arturo Alemany) | 121 Broadway Suite 630<br>San Diego, CA 92101            | Stockholder through beneficial interest in stock held by Gold Mountain North, LLC and International Railroad Investment Fund, Inc. | 45.452%                      |
| Alcoe International, LLC (a corporation wholly owned by Arturo Alemany)                 | 121 Broadway Suite 630<br>San Diego, CA 92101            | Stockholder  | 0.524%                       |
| Global Investment Analytics, LLC (a corporation wholly owned by Arturo Alemany)         | 4471 Dean Martin Dr.<br>Unit 3209<br>Las Vegas, NV 89103 | Stockholder  | 10.830%                      |
| Total Control of Arturo Alemany   |  |  | 57.63%                       |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

| Custodian's name and address  | Description of the property   | Value   |
|---|---|---|
| Custodian's name<br>_____<br>Street<br>_____<br>City _____ State _____ ZIP Code _____ | Case title<br>_____<br>Case number<br>_____<br>Date of order or assignment<br>_____ | Value<br>\$ _____<br>Court name and address<br>_____<br>Name<br>_____<br>Street<br>_____<br>City _____ State _____ ZIP Code _____ |

**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

| Recipient's name and address  | Description of the gifts or contributions | Dates given | Value    |
|---|---|-------------|----------|
| 9.1. Recipient's name<br>_____<br>Street<br>_____<br>City _____ State _____ ZIP Code _____<br>Recipient's relationship to debtor<br>_____ | _____<br>_____                            | _____       | \$ _____ |
| 9.2. Recipient's name<br>_____<br>Street<br>_____<br>City _____ State _____ ZIP Code _____<br>Recipient's relationship to debtor<br>_____ | _____<br>_____                            | _____       | \$ _____ |

**Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss<br>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.<br>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property). | Date of loss | Value of property lost |
|--|---|--------------|------------------------|
| Runaway locomotives collision at<br>Plaster City           | _____   | _____        | \$ 50,000.00           |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

|       | Who was paid or who received the transfer?  | If not money, describe any property transferred | Dates | Total amount or value |
|-------|---|---|-------|-----------------------|
| 11.1. | <b>Alan Vanderhoff</b><br><b>Address</b><br>600 West Broadway, Suite 1550<br><small>Street</small><br>San Diego, CA 92101<br><small>City State ZIP Code</small><br><b>Email or website address</b><br>_____<br><b>Who made the payment, if not debtor?</b><br>_____ | Retainer.                                       |       | \$ 100,000.00         |

|       | Who was paid or who received the transfer?  | If not money, describe any property transferred | Dates | Total amount or value |
|-------|---|---|-------|-----------------------|
| 11.2. | _____<br><b>Address</b><br>_____<br><small>Street</small><br>_____<br>_____<br><small>City State ZIP Code</small><br><b>Email or website address</b><br>_____<br><b>Who made the payment, if not debtor?</b><br>_____ | _____   | _____ | \$ _____              |

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
| _____                   | _____                             | _____                     | \$ _____              |
| <b>Trustee</b>          | _____                             |                           |                       |
| _____                   |                                   |                           |                       |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

|       | Who received transfer?                          | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|-------|---|--|------------------------|-----------------------|
| 13.1. | See Attachment 13                               |  |                        | \$                    |
|       | <b>Address</b><br>Street<br>City State ZIP Code |  |                        |                       |
|       | <b>Relationship to debtor</b><br>               |  |                        |                       |
| 13.2. |   |  |                        | \$                    |
|       | <b>Address</b><br>Street<br>City State ZIP Code |  |                        |                       |
|       | <b>Relationship to debtor</b><br>               |  |                        |                       |

**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

|       | Address                       | Dates of occupancy |
|-------|-------------------------------|--------------------|
| 14.1. | Street<br>City State ZIP Code | From To            |
| 14.2. | Street<br>City State ZIP Code | From To            |

## ATTACHMENT 13

### 1. Payment of Note with Stock.

On or about October 26, 2015, the Debtor entered into a Securities Purchase Agreement with Global Investment Analytics, LLC (“GIA”) for the purchase of 30,000,000 shares of the Debtor’s stock in exchange for a promissory note in the amount of \$3,600,000. GIA is an affiliate of Arturo Alemany, the current CEO of the Debtor. The Securities Purchase Agreement and the related promissory note provided that the “Maker may voluntarily pay this Note either in whole or in part without penalty or premium, in common stock of PIR at a value of \$0.12 per share of common stock.” On October 12, 2016, Mr. Alemany paid the note by tendering the 30,000,000 back to the Debtor. Although the transaction was not a transfer within the meaning of Question 13, it is disclosed here in the interests of full disclosure.

### 2. Purchase of Property from Inter-Zone, Inc.

Inter-Zone, Inc. (“Inter-Zone”) is a Nevada corporation incorporated on July 1st, 2015 for the purpose of constructing and operating an intermodal facility and acquiring land in Coyote Wells, California. Among other owners, Inter-Zone is partially owned by an affiliate of Mr. Alemany and an affiliate of Charles Fletcher. On July 2, 2015, Jamie Hill, an employee of Stoecklein Law Group at the time, entered into two escrow agreements for the purchase of vacant land located near Coyote Wells on behalf of Inter-Zone. The escrow agreements were later assigned to Inter-Zone.

On September 28, 2015, Inter-Zone and the Debtor entered into a Memorandum of Understanding with regard to a potential agreement regarding the development of an intermodal and interchange operation for the movement of freight in the Cali-Baja region. On October 30, 2015, Inter-Zone and Gregory Brown entered into a Lease with an option to purchase a parcel of vacant land totaling 62 acres located near Coyote Wells. During this time, Inter-Zone and the Debtor worked with professional railroad consultants in order to analyze and evaluate the intermodal and land strategy.

In May of 2016, the Debtor entered into a sublease agreement with Baja California Railroad, Inc. (“BJRR”). Following that transaction, the Debtor ended its discussions with Inter-Zone regarding the development of an intermodal site. Pursuant to a Bill of Sale and Assignment Agreement dated August 10, 2016, the Debtor purchased Inter-Zone’s assets including but not limited to all work product, research, the site plan, as well as the rights to both outstanding escrows and the lease for \$150,000. The Debtor was credited \$64,250 for its previous loans to Inter-Zone.

3. Purchase of Real Property.

In September and October of 2016, the Debtor purchased several parcels of land that are described in Schedule A/B.

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|--|---|
|---------------------------|--|---|

15.1. \_\_\_\_\_  
Facility name

\_\_\_\_\_

Street

\_\_\_\_\_

City State ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

☐ Electronically

☐ Paper

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|--|---|
|---------------------------|--|---|

15.2. \_\_\_\_\_  
Facility name

\_\_\_\_\_

Street

\_\_\_\_\_

City State ZIP Code

Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.

How are records kept?

Check all that apply:

☐ Electronically

☐ Paper

**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained. \_\_\_\_\_

Does the debtor have a privacy policy about that information?

- ☐ No
- ☐ Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

| Name of plan | Employer identification number of the plan |
|--------------|--|
| _____        | EIN: ____ - ____                           |

Has the plan been terminated?

- ☐ No
- ☐ Yes



Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

|       | Financial institution name and address                              | Last 4 digits of account number | Type of account  | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|-------|---|---------------------------------|--|--|---|
| 18.1. | Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | XXXX-____-____-____             | <input type="checkbox"/> Checking<br><input type="checkbox"/> Savings<br><input type="checkbox"/> Money market<br><input type="checkbox"/> Brokerage<br><input type="checkbox"/> Other _____ | _____  | \$ _____                                |
| 18.2. | Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | XXXX-____-____-____             | <input type="checkbox"/> Checking<br><input type="checkbox"/> Savings<br><input type="checkbox"/> Money market<br><input type="checkbox"/> Brokerage<br><input type="checkbox"/> Other _____ | _____  | \$ _____                                |

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

| Depository institution name and address                             | Names of anyone with access to it                           | Description of the contents | Does debtor still have it?                                  |
|---|---|-----------------------------|---|
| Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____<br>_____<br>_____<br><b>Address</b><br>_____<br>_____ | m _____<br>_____<br>_____   | <input type="checkbox"/> No<br><input type="checkbox"/> Yes |

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

| Facility name and address   | Names of anyone with access to it                           | Description of the contents | Does debtor still have it?                                  |
|---|---|-----------------------------|---|
| Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____<br>_____<br>_____<br><b>Address</b><br>_____<br>_____ | _____<br>_____<br>_____     | <input type="checkbox"/> No<br><input type="checkbox"/> Yes |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

| Owner's name and address | Location of the property | Description of the property | Value    |
|--------------------------|--------------------------|-----------------------------|----------|
| Name                     |                          |                             | \$ _____ |
| Street                   |                          |                             |          |
| City State ZIP Code      |                          |                             |          |

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- ☒ No  
☐ Yes. Provide details below.

| Case title  | Court or agency name and address | Nature of the case | Status of case                     |
|-------------|----------------------------------|--------------------|------------------------------------|
| Case number | Name                             |                    | <input type="checkbox"/> Pending   |
|             | Street                           |                    | <input type="checkbox"/> On appeal |
|             | City State ZIP Code              |                    | <input type="checkbox"/> Concluded |

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- ☒ No  
☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
| Name                  | Name                               |                             |                |
| Street                | Street                             |                             |                |
| City State ZIP Code   | City State ZIP Code                |                             |                |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No
- ☐ Yes. Provide details below.

| Site name and address                 | Governmental unit name and address    | Environmental law, if known | Date of notice |
|---------------------------------------|---------------------------------------|-----------------------------|----------------|
| Name _____                            | Name _____                            | _____                       | _____          |
| Street _____                          | Street _____                          | _____                       | _____          |
| City _____ State _____ ZIP Code _____ | City _____ State _____ ZIP Code _____ |                             |                |

**Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

|       | Business name and address   | Describe the nature of the business | Employer Identification number<br>Do not include Social Security number or ITIN. |
|-------|---|-------------------------------------|--|
| 25.1. | Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____<br>_____<br>_____             | EIN: ____ - ____ - ____<br><br>Dates business existed<br><br>From _____ To _____ |
| 25.2. | Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____<br>_____<br>_____             | EIN: ____ - ____ - ____<br><br>Dates business existed<br><br>From _____ To _____ |
| 25.3. | Name _____<br>Street _____<br>City _____ State _____ ZIP Code _____ | _____<br>_____<br>_____             | EIN: ____ - ____ - ____<br><br>Dates business existed<br><br>From _____ To _____ |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

| Name and address   | Dates of service                |
|--|---------------------------------|
| 26a.1. <u>Lilly Burgos</u><br><small>Name</small><br><u>121 West Broadway Suite 630</u><br><small>Street</small><br><u>San Diego, CA 92101</u><br><small>City State ZIP Code</small> | From <u>2014</u> To <u>2016</u> |

| Name and address  | Dates of service                |
|---|---------------------------------|
| 26a.2. <u>Leticia Simmons</u><br><small>Name</small><br><u>121 West Broadway Suite 630</u><br><small>Street</small><br><u>San Diego, CA 92101</u><br><small>City State ZIP Code</small> | From <u>2015</u> To <u>2016</u> |

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

| Name and address  | Dates of service                |
|---|---------------------------------|
| 26b.1. <u>Kevin Bee</u><br><small>Name</small><br><u>6955 Golfcrest Dr</u><br><small>Street</small><br><u>San Diego, CA 92119</u><br><small>City State ZIP Code</small> | From <u>2016</u> To <u>2016</u> |

| Name and address  | Dates of service                |
|---|---------------------------------|
| 26b.2. <u>Tracie Matsuo</u><br><small>Name</small><br><u>1452 W Horizon Ridge Parkway, Suite 217</u><br><small>Street</small><br><u>Henderson, NV 89012</u><br><small>City State ZIP Code</small> | From <u>2013</u> To <u>2014</u> |

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

| Name and address   | If any books of account and records are unavailable, explain why |
|--|--|
| 26c.1. _____<br><small>Name</small><br>_____<br><small>Street</small><br>_____<br><small>City State ZIP Code</small> | _____<br>_____<br>_____  |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Name and address****If any books of account and records are unavailable, explain why**

26c.2.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address**

26d.1.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Name and address**

26d.2.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

\_\_\_\_\_

\_\_\_\_\_

\$ \_\_\_\_\_

**Name and address of the person who has possession of inventory records**

27.1.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

Name of the person who supervised the taking of the inventory

Date of  
inventoryThe dollar amount and basis (cost, market, or  
other basis) of each inventory

\$ \_\_\_\_\_

Name and address of the person who has possession of inventory records

27.2.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

| Name             | Address             | Position and nature of any interest | % of interest, if any |
|------------------|---------------------|-------------------------------------|-----------------------|
| Arturo Alemany   | 800 The Mark Lane   | CEO, Director, &                    | 57.63%                |
| (See Attachment) | San Diego, CA 92101 | Controlling Stockholder             |                       |
| _____            | _____               | _____                               | _____                 |
| _____            | _____               | _____                               | _____                 |
| _____            | _____               | _____                               | _____                 |

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No☐ Yes. Identify below.

| Name  | Address | Position and nature of any interest | Period during which position or interest was held |
|-------|---------|-------------------------------------|---|
| _____ | _____   | _____                               | From _____ To _____                               |
| _____ | _____   | _____                               | From _____ To _____                               |
| _____ | _____   | _____                               | From _____ To _____                               |
| _____ | _____   | _____                               | From _____ To _____                               |

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.

| Name and address of recipient         | Amount of money or description and value of property | Dates | Reason for providing the value |
|---------------------------------------|--|-------|--------------------------------|
| 30.1. Name _____                      | _____  | _____ | _____                          |
| Street _____                          |  | _____ |                                |
| _____                                 |  | _____ |                                |
| City _____ State _____ ZIP Code _____ |  | _____ |                                |
| Relationship to debtor _____          |  | _____ |                                |
| _____                                 |  | _____ |                                |

Debtor Pacific Imperial Railroad, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Name and address of recipient**

30.2

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Relationship to debtor**

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No☐ Yes. Identify below.**Name of the parent corporation****Employer Identification number of the parent corporation**

EIN: \_\_\_\_\_ - \_\_\_\_\_

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.**Name of the pension fund****Employer Identification number of the pension fund**

EIN: \_\_\_\_\_ - \_\_\_\_\_

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.  
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/13/2016  
MM / DD / YYYY

**X**/s/ Arturo AlemanyPrinted name Arturo Alemany

Signature of individual signing on behalf of the debtor

Position or relationship to debtor CEOAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?☐ No☒ Yes

CSD 2030 [12/01/15]

Name, Address, Telephone No. &amp; I.D. No.

Vanderhoff Law Group  
 Alan Vanderhoff, Cal. Bar No. 138032  
 600 West Broadway, Suite 1550 619-299-2050  
 San Diego, CA 92101  
 Attorneys for Pacific Imperial Railroad, Inc.

**UNITED STATES BANKRUPTCY COURT**

SOUTHERN DISTRICT OF CALIFORNIA

325 West F Street, San Diego, California 92101-6991

In Re

Pacific Imperial Railroad, Inc.,

BANKRUPTCY NO.

Debtor.

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Federal Rule of Bankruptcy Procedure 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept ..... \$ HourlyPrior to the filing of this statement I have received ..... \$ 17,340.50Balance Due ..... \$ N/A

2. The source of the compensation paid to me was:

☒ Debtor☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;



CSD 2030 (Page 2) [12/01/15]

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

Employment will be pursuant to application. I received a retainer of \$100,000. \$17,340.50 of the retainer was applied to pre-petition fees leaving a retainer of \$82,659.50.

- 6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

#### CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

DATED: October 13, 2016

/s/ Alan Vanderhoff  
(Typed Name and Signature)

Vanderhoff Law Group  
(Name of Law Firm)